

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:

Westmoreland Coal Company, et al.,¹
Debtors.

Case No. 18-35672 (DRJ)

CHAPTER 11

Jointly Administered

**NOTICE OF SUCCESSFUL BIDDER IN CONNECTION WITH THE
SALE OF THE BUCKINGHAM MINE AND THE OXFORD ASSETS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On January 22, 2019, the above captioned debtors and debtors in possession filed the *Joint Expedited Motion of the WLB Debtors and the WMLP Debtors for Entry of an Order (I) Approving the Sale of (A) Substantially All of the Assets of Oxford Mining Company, LLC, and Certain of Its Subsidiaries and (B) The Buckingham Mine, (II) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection Therewith, and (III) Granting Related Relief, Including Approval of the Related Sale Process* [Docket No. 1116] (the "Motion").² Pursuant to the Motion, the Debtors seeks the approval of a sale of

¹ Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent in these chapter 11 cases at www.donlinrecano.com/westmoreland. Westmoreland Coal Company's service address for the purposes of these chapter 11 cases is 9540 South Maroon Circle, Suite 300, Englewood, Colorado 80112.

² Defined terms used herein that are otherwise not defined shall have the meaning given to them in the Motion.

the Assets pursuant to an Auction governed by the Bidding Procedures. Copies of the Motion and the Bidding Procedures may be obtained by (a) written request to counsel for the WMLP Debtors, Jones Day, 901 Lakeside Avenue, Cleveland, Ohio 44114, jedel@jonesday.com (Attn: Jonathan N. Edel) or (b) accessing the website of the Debtors' claims and noticing agent, Donlin Recano, at <https://www.donlinrecano.com/Clients/wcc/Index>.

2. Pursuant to the Motion and the Bidding Procedures, on February 1, 2019, the Debtors held an Auction for the Assets. Attached hereto as Exhibit A is the transcript of the Auction. At the conclusion of the Auction, the Debtors, in consultation with the counsel and financial advisors of the Creditors' Committee, the MLP Secured Parties and the WLB Secured Parties, selected CCU Coal and Construction, LLC (the "Buyer") as the Successful Bidder for the Assets. For the Buckingham Mine, the Successful Bid provides a purchase price of \$1.8 million in cash, with an assumption of \$800,000 of trade payables. For the Oxford Assets, the Successful Bid's purchase price is a reduction of the Net Working Capital Target Amount (as defined in the Stalking Horse Bid) from \$3.75 million to \$3.5 million.

3. Attached hereto as Exhibit B is the declaration of Heather Lennox (the "Lennox Declaration"), a partner of Jones Day, attesting to the validity of the copy of the executed Oxford APA among the Buyer and the Oxford Sellers which is attached as Exhibit 1 thereto.

4. Attached hereto as Exhibit C is the declaration of Gregory F. Pesce (the "Pesce Declaration"), a partner of Kirkland & Ellis LLP, attesting to the validity of the copy of the executed Buckingham APA among the Buyer and the Buckingham Seller which is attached as Exhibit 1 thereto.

5. Because a bidder other than the Stalking Horse Bidder was declared the Successful Bidder, contract counterparties shall have until the Sale Hearing to raise any Adequate Assurance Objection (the "Supplemental Sale Objection Deadline").

6. A hearing before the Bankruptcy Court to approve the sale of the Assets to the Buyer is scheduled for February 4, 2019 at 9:00 a.m. (Prevailing Central Time).

Dated: February 1, 2019

Respectfully submitted,

/s/ Oliver S. Zeltner

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Houston, Texas
February 1, 2019

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